

# AGM NOTICE



# Notice of the 16th Annual General Meeting

Notice is hereby given that the 16th Annual General Meeting (AGM) of the members of SEIL Energy India Limited (Formerly Sembcorp Energy India Limited) will be held on Monday, September 23, 2024, at 11.00 AM, at the Registered office of the Company situated at Building 7A, Level 5, DLF Cybercity, Gurugram – 122 002, Haryana, to transact the following business:

## **ORDINARY BUSINESS:**

1. To consider and adopt (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of Directors and Auditors thereon and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the Report of Auditors thereon and in this regard to pass the following resolution(s) as Ordinary Resolution(S);

a) **“RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of Directors and Auditors thereon be and are hereby considered and adopted.”

b) **“RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the Report of Auditors thereon be and are hereby considered and adopted.”

2. To appoint a director in place of Mr. Tareq Mohamed Sultan Al Mugheiry (DIN: 10040158), who retires by rotation and being eligible, offers himself for re-appointment and in this regard to pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** Mr. Tareq Mohamed Sultan Al Mugheiry (DIN:

10040158), who retires by rotation be and is hereby re-appointed as a Director of the Company, whose office shall be liable to retirement by rotation.”

## **SPECIAL BUSINESS**

### **3. Ratification of Cost Auditor’s Remuneration**

To consider and if thought fit, to pass, with or without modifications the following resolution as an **Ordinary Resolution;**

**“RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the members of the Company hereby consider, approve and ratify the remuneration of Rs. 725,000/- (Rupees Seven Hundred and Twenty Five Thousand only) excluding out of pocket expenses and Goods and Service tax payable to M/s Chandra Wadhwa & Co., Cost Accountants, who have been appointed as Cost auditors to conduct the audit of cost records maintained by the Company for the financial year 2024-25.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such things and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

### **4. Approval of the remuneration payable to the Non- Executive Directors**

To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution;

**“RESOLVED THAT** pursuant to the provisions of Section 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory, modification, amendment, clarification, substitution or re-enactment thereof for the time being in force), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and as per the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for payment of annual remuneration upto INR 1.30 Million to each Non-Executive Director of the Company at the end of each of the Financial Year, beginning from the financial year 2024-25, in addition to the sitting fees for attending the meetings of the Board of Directors or Committees thereof.

**FURTHER RESOLVED THAT** the Board of Directors of the Company, be and are hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any questions that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By order of the Board of Directors

Rajeev Ranjan  
Company Secretary  
M. No. F6785

Place : Gurugram  
Date : August 20, 2024

## Notes :

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in regard to the business as set out in Item No. 3 above and the relevant details of the Director seeking re-appointment under Item No. 2 above as required under Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. Such a proxy need not be a member of the Company. Proxies, in order to be valid and effective, must be received at the Company's Registered Office not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, partnership firms etc., must be supported by appropriate resolution/ authority as applicable, issued on behalf of the nominating organization. Proxy form is enclosed.  
  
Members are requested to note that in case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or member.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of board resolution on the letterhead of the company, signed by one of the directors or company secretary or any other authorized signatory named in the resolution, authorizing their representatives to attend and vote their behalf at the meeting.
4. Members/Proxies are requested to hand over the enclosed Attendance Slip duly filled in, at the entrance for attending the meeting.
5. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
6. Relevant Documents referred to in the Notice and Explanatory Statement are available for inspection by the members at the Registered Office of the Company during Office hours between 03.00 P.M. and 05.00 P.M on all working days upto the date of the Annual General Meeting and also at the meeting.
7. The Record date for the purpose of identifying the Register of Members has been fixed as September 13, 2024.
8. Members are requested to notify immediately any change in their addresses and/or the Bank Mandate details to the Company / respective Depository Participants (DP).
9. The Notice of the AGM along with the Annual Report 2023-24 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories, unless any member has requested a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
10. To support the 'Green Initiative', members who have not registered their e-mail addresses are requested to register the same with the Company/ KFin (RTA) / Depositories.

**Details of the Directors seeking appointment/ re-appointment at the forthcoming Annual Ordinary General Meeting (In pursuance of Secretarial Standard - 2 on General Meetings)**

|   |   |
|---|---|
| Name of Director  | Mr. Tareq Mohamed Sultan Al Mugheiry  |
| Date of Birth (Age)   | January 05, 1974 (50 years)   |
| Date of Appointment   | March 02, 2023  |
| Expertise in specific functional areas                          | Mr. Tareq Mohammed Sultan Al Mugheiry is the Chief Investment Officer of Oman Investment Corporation SAOC. He has been a member of OIC's management team since its inception in 2005. Mr. Tareq has more than 20 years of experience in private equity and infrastructure investments, debt and equity raising, buy-side and sell-side M&A transactions, and finance. |
| Qualifications  | Mr. Tareq has degrees in law (LLB) and finance (B.Com.) from the University of Western Australia.   |
| Directorships held in other companies*                          | NIL   |
| Membership/ Chairmanship of Committees of other Boards          | NIL   |
| Terms and conditions of appointment                             | Appointed as Director liable to retire by rotation.   |
| Remuneration  | NIL   |
| No. of meetings of the Board attended during the year (2023-24) | 10 (Ten)  |
| No. of shares held  | Nil   |
| Inter-se relationship with other Directors                      | None  |

\* excludes directorship held in Foreign Companies

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 3**

Pursuant to Section 148 of the Act, the Company is required to get its cost records audited by a cost accountant in practice. On the recommendation of the Audit Committee, the Board of Directors have appointed M/s Chandra Wadhwa & Co. as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the Financial Year 2024-25, at a remuneration of Rs 725,000 (Seven Hundred and Twenty Five Thousand only), plus Goods and Service tax and actual out-of-pocket expenses.

M/s Chandra Wadhwa & Co., Cost Accountants have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company having vast experience in the field of cost audit.

The Board commends the Resolution at Item No. 3 of the accompanying Notice for ratification of the Cost Auditors' remuneration by the Members of the Company.

None of the Directors or KMP of the Company or their respective relatives are concerned or interested in the Resolution at Item No. 3 of the accompanying Notice.

**Item No. 4**

In pursuance to the provisions of Section 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory, modification, amendment, clarification, substitution or re-enactment thereof for the time being in force), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee and the Board of Directors of the Company at their meeting had approved for payment of annual remuneration upto INR 1.30 Million to each Non-Executive Director of the Company at the end of each of the Financial Year, beginning from the financial year 2024-25, in addition to the sitting fees for attending the meetings of the Board of Directors or Committees thereof.

The Non-Executive Directors of the Company are leading professionals with high level of expertise and rich experience in varied functional areas. They have been shaping and steering the long-term strategy and make valuable contributions for the overall growth of the Company. In view of this, there is a need for the Non- Executive Directors to be compensated adequately for their level of commitment and the value they bring onboard.

In terms of the provisions of the Companies Act, 2013 ("Act") the Company is required to obtain the prior approval of the Members, by way of an Ordinary Resolution to pay remuneration to the Non Executive Directors.

Accordingly, the approval of the Members is being sought, by way of a resolution, to pay the remuneration to Non-Executive Directors of the Company.

The Board of Directors of your Company, therefore, recommends passing of the **Ordinary Resolution** as set in item No. 4 of this notice.

Except the Whole Time Director and Key Managerial Personnel of the Company and their relatives, all Non-Executive Directors along with their relatives, are deemed to be concerned or interested, financially or otherwise, in this resolution to the extent of remuneration that may be received by them.

By order of the Board of Directors

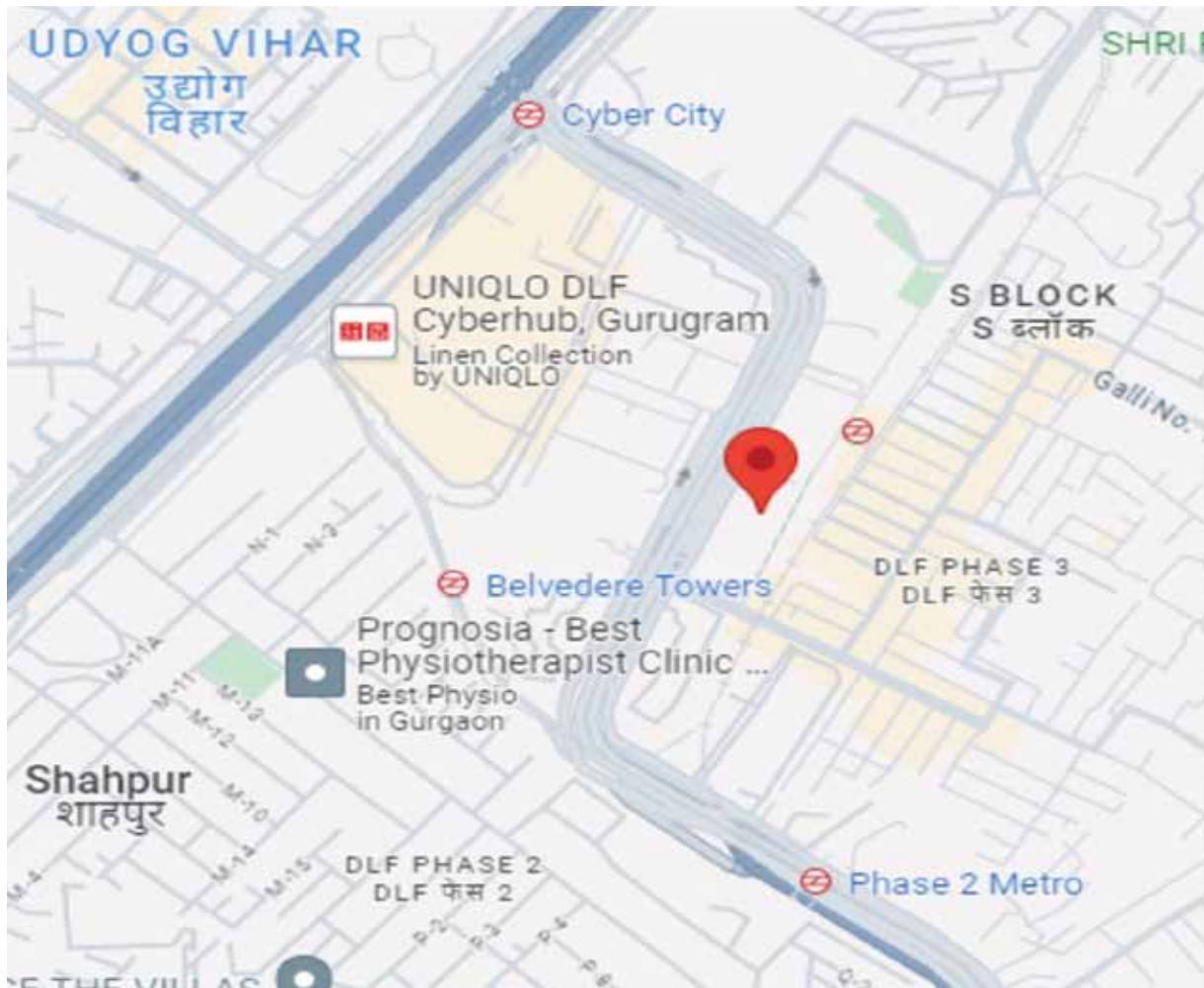
Place : Gurugram  
Date : August 20, 2024

Rajeev Ranjan  
Company Secretary  
M. No. F6785

## Notice of the 16th Annual General Meeting

### ROUTE MAP FOR AGM VENUE:

Venue for the Meeting: Building 7A, Level 5, DLF Cybercity, Gurugram - 122002, Haryana.



**SEIL Energy India Limited**

(Formerly Sembcorp Energy India Limited)

Regd. Off: Building 7A, Level 5, DLF Cybercity, Gurugram - 122002, Haryana

Ph: 0124-6846700; Fax: 0124-6846710 ; mail: cs@seilenergy.com

Website : www.seilenergy.com

**PROXY FORM (FORM NO. MGT-11)**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]

|                              |   |
|------------------------------|---|
| <i>CIN</i>                   | U40103HR2008PLC095648   |
| <i>Name of the Company</i>   | SEIL Energy India Limited                                       |
| <i>Registered Office</i>     | Building 7A, Level 5, DLF Cybercity, Gurugram - 122002, Haryana |
| <i>Name of the Member(s)</i> |   |
| <i>Registered Address</i>    |   |
| <i>E-mail id</i>             |   |
| <i>Folio No/ Client Id</i>   |   |
| <i>DP Id</i>                 |   |

I/We, being the member (s) of ..... shares of the above named company, hereby appoint:

*Name*

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*Address*

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*E-mail ID*

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*Signature*

---

Or failing him;

*Name*

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*Address*

---

*E-mail ID*

---

*Signature*

---

Or failing him;

*Name*

---

*Address*

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*E-mail ID*

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*Signature*

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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Monday, September 23, 2024 at 11.00 AM at Building 7A, Level 5, DLF Cybercity, Gurugram - 122002, Haryana and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

| Resolution No. | Resolution   | For                      | Against                  |
|----------------|--|--------------------------|--------------------------|
| 1              | To consider and adopt:<br>(a) the Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of Directors and Auditors thereon and<br>(b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the Report of Auditors thereon | <input type="checkbox"/> | <input type="checkbox"/> |
| 2              | Re- appointment of Mr. Tareq Mohamed Sultan Al Mugheiry (DIN: 10040158) as Director, who retires by rotation and being eligible offers himself for reappointment.  | <input type="checkbox"/> | <input type="checkbox"/> |
| 3              | Approval and ratification of Cost Auditor’s Remuneration   | <input type="checkbox"/> | <input type="checkbox"/> |
| 4              | Approval of the remuneration payable to the Non- Executive Directors   | <input type="checkbox"/> | <input type="checkbox"/> |

Signed this..... day of..... 2024

Affix  
Revenue  
Stamp

Signature of Proxy holder(s)

Signature of shareholder

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. Those Members who have multiple folios with different joint holders may use copies of the Proxy Form.



**SEIL Energy India Limited**

(Formerly Sembcorp Energy India Limited)

**Regd. Off:** Building 7A, Level 5, DLF Cybercity, Gurugram - 122002, Haryana**Ph:** 0124-6846700; **Fax:** 0124-6846710 ; **mail:** cs@seilenergy.com**Website :** www.seilenergy.com**Attendance Slip for the 16th Annual General Meeting**

(to be handed over at the Registration Counter)

I/We hereby record my /our presence at the 16th Annual General Meeting of the Company on Monday, September 23, 2024 at 11.00 A.M at the Registered office of the Company at Building 7A, Level 5, DLF Cybercity, Gurugram - 122002, Haryana.

NAME (S) AND ADDRESS OF THE MEMBER(S) \_\_\_\_\_

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Folio No./DP ID No. and Client ID No \* \_\_\_\_\_

Number of Shares \_\_\_\_\_

Please ✓ (tick) in the Box

Member

Proxy

\_\_\_\_\_  
First / Sole Holder/ Proxy\_\_\_\_\_  
Second Holder/ Proxy**NOTES:**

- Member / Proxy attending the Annual General Meeting (AGM) must bring his / her Attendance Slip which should be signed and deposited before entry at the Meeting Hall.
- Duplicate Attendance Slip will not be issued at the venue.

\*Applicable only in case of investors holding shares in Electronic Form.